

RECORDATION NO. 19318-6 FILED

JUN 14 '10 -2 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL: alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELISWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 16, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Renewal, dated as of June 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease (and supplements thereto) previously filed with the Commission under Recordation Number 19318.

The name and address of the party to the enclosed document are:

Lessor	Wilmington Trust Company (not in its individual capacity, but solely as Trustee) Rodney Square North 1100 North Market Street Wilmington, Delaware 19890
Lessee:	Kansas City Southern Railway Company 114 West 11th Street Kansas City, Missouri 64105-1804

Chief, Section of Administration
June 16, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

Lease renewed as to 62 woodchip cars within the series KCS 505004 - KCS 505209 set forth in Schedule A attached to the document.

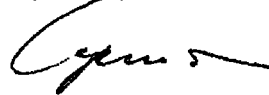
A short summary of the document to appear in the index is:

Memorandum of Lease Renewal.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bhs
Enclosures

Schedule A

Initial	Number	Initial	Number
KCS	505004	KCS	505124
KCE	505005	KCS	505125
KCS	505006	KCE	505127
KCS	505007	KCF	505129
KCS	505008	KCS	505130
KCS	505014	KCS	505132
KCS	505020	KCS	505133
KCS	505021	KCS	505134
KCS	505026	KCS	505139
KCS	505028	KCS	505140
KCS	505035	KCS	505142
KCS	505037	KCS	505147
KCS	505040	KCS	505152
KCS	505042	KCS	505158
KCS	505043	KCS	505161
KCS	505046	KCS	505163
KCS	505068	KCS	505165
KCS	505079	KCS	505167
KCS	505081	KCS	505170
KCS	505083	KCS	505173
KCS	505084	KCS	505179
KCS	505088	KCS	505180
KCS	505096	KCS	505183
KCS	505097	KCS	505184
KCS	505098	KCS	505187
KCS	505104	KCS	505190
KCS	505106	KCS	505202
KCS	505111	KCS	505204
KCS	505112	KCS	505206
KCS	505118	KCS	505208
KCS	505123	KCS	505209

RECORDATION NO. 19318-6 FILED

JUN 16 10 -2 00 PM

MEMORANDUM OF LEASE RENEWAL

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE RENEWAL dated June 11, 2010, is made by and between KANSAS CITY SOUTHERN RAILWAY COMPANY ("Lessee"), and WILMINGTON TRUST COMPANY, not in its individual capacity but solely as trustee ("Lessor").

WITNESSETH

1. Pursuant to an Equipment Lease, dated as of March 15, 1995 (the "Equipment Lease"), together with Equipment Lease Supplement No. 1 dated March 24, 1995 ("Supplement No. 1") and with Equipment Lease Supplement No. 2 dated May 31, 1995 ("Supplement No. 2") (collectively, the "Lease Agreement"), Lessor had agreed to lease to Lessee, and the Lessee had agreed to lease from Lessor 360 woodchip hopper railcars, including the 62 woodchip hopper railcars set forth on Schedule A attached hereto (the 62 woodchip hopper railcars are hereafter referred to herein as the "Railroad Equipment")

2. The Equipment Lease and Supplement No. 1 were duly filed and recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board (the "Board")) pursuant to the provisions of 49 U.S.C. Section 11303 on March 27, 1995 at 12:35 p.m. under Recordation Number 19318 and 19318-B, respectively, and Supplement No. 2 was duly filed and recorded with the Interstate Commerce Commission on May 31, 1995 at 9:50 a.m. under Recordation Number 19318-D. The Equipment Lease and Supplement No. 1 were duly filed and recorded and filed the RGC under Document Key 6858 and 6857 on March 24, 1995, respectively, and Supplement No. 2 was duly filed and recorded under Document Key 6859 on March 31, 1995.

3. Pursuant to an Amendment to Equipment Lease, dated as of June 11, 2010, (the "Renewal Agreement"). Lessor had agreed to continue to lease to Lessee, and the Lessee had agreed to continue to lease from Lessor the Railroad Equipment, but not the other woodchip hopper cars formerly under lease.

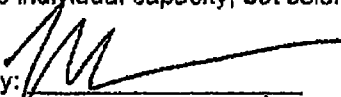
4. The Memorandum of Lease Renewal shall be effective as of the date first set forth hereinabove and the Railroad Equipment shall be subject to the Lease Agreement, as amended by the Renewal Agreement.

5. This Memorandum of Lease Renewal may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Memorandum of Lease Renewal to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

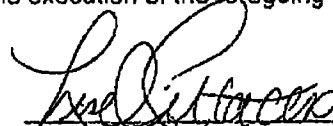
WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as trustee

By: 
Name: Mark H. Brzoska
Title: Financial Services Officer

STATE OF DELAWARE

COUNTY OF NEW CASTLE

On this 8th day of June, 2010 before me personally appeared Mark H. Brzoska to me personally known, who being by me duly sworn, says that he/she is the Financial Services Officer of WILMINGTON TRUST COMPANY and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.


NOTARY PUBLIC

My commission expires:



LISA A. PITTACCIO
Notary Public - State of Delaware
My Comm. Expires May 10, 2011

IN WITNESS WHEREOF, the parties have caused this Memorandum of Lease Renewal to be signed and sealed by their respective corporate officers as of the date and year first above written

Lessee:

KANSAS CITY SOUTHERN RAILWAY COMPANY

By. Paul J. Weyandt
Name: Paul J. Weyandt
Title: Sr. VP Finance & Treasurer

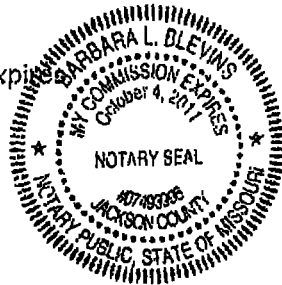
STATE OF Missouri

COUNTY OF Jackson

On this 7 day of June, 2010 before me personally appeared Paul J. Weyandt, to me personally known, who being by me duly sworn, says that he/she is the Sr. VP Finance & Treasurer of KANSAS CITY SOUTHERN RAILWAY COMPANY and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed

Barbara L. Blevins
NOTARY PUBLIC

My commission expires




Schedule A

Initial	Number	Initial	Number
KCS	505004	KCS	505124
KCS	505005	KCS	505125
KCS	505006	KCS	505127
KCS	505007	KCS	505129
KCS	505008	KCS	505130
KCS	505014	KCS	505132
KCS	505020	KCS	505133
KCS	505021	KCS	505134
KCS	505026	KCS	505139
KCS	505028	KCS	505140
KCS	505035	KCS	505142
KCS	505037	KCS	505147
KCS	505040	KCS	505152
KCS	505042	KCS	505158
KCS	505043	KCS	505161
KCS	505048	KCS	505163
KCS	505068	KCS	505165
KCS	505079	KCS	505167
KCS	505081	KCS	505170
KCS	505083	KCS	505173
KCS	505084	KCS	505179
KCS	505088	KCS	505180
KCS	505096	KCS	505183
KCS	505097	KCS	505184
KCS	505098	KCS	505187
KCS	505104	KCS	505190
KCS	505106	KCS	505202
KCS	505111	KCS	505204
KCS	505112	KCS	505206
KCS	505118	KCS	505208
KCS	505123	KCS	505209

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: JUNE 16 2010



Robert W Alvord